

United States Bankruptcy Court Southern District of New York						Voluntary Petition			
Name of Debtor (if individual, enter Last, First, Middle): <b>556 Holding LLC</b>						Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>None</b>						All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>20-4583732</b>						Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):			
Street Address of Debtor (No. and Street, City, and State): <b>556 West 22<sup>nd</sup> Street New York, New York</b>						Street Address of Joint Debtor (No. and Street, City, and State):			
ZIP CODE: <b>10011</b>						ZIP CODE			
County of Residence or of the Principal Place of Business: <b>New York</b>						County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):						Mailing Address of Joint Debtor (if different from street address):			
ZIP CODE:						ZIP CODE			
Location of Principal Assets of Business Debtor (if different from street address above):									
ZIP CODE									
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  			<b>Nature of Business</b> (Check <b>one</b> box)  <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other  <div style="text-align: center;"> <b>Tax-Exempt Entity</b>  (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization  under Title 26 of the United States  Code (the Internal Revenue Code). </div>			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Chapter 15 Petition for  Recognition of a Foreign  Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for  Recognition of a Foreign  Nonmain Proceeding </div> <div style="width: 45%; text-align: center;"> <b>Nature of Debts</b>  (Check one box)   <input type="checkbox"/> Debts are primarily consumer  debts, defined in 11 U.S.C.  § 101(8) as “incurred by an  individual primarily for a  personal, family, or household purpose.”  <input checked="" type="checkbox"/> Debts are primarily  business debts. </div> </div>			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court’s consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court’s consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor’s aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>556 Holding LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>KDMJ Realty, Inc.</b>	Case Number: <b>Not yet known</b>	Date Filed: <b>Date hereof</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Affiliate</b>	Judge: <b>Not yet known</b>	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  <div style="display: flex; justify-content: space-between;"> <span><b>X</b> _____ Signature of Attorney for Debtor(s)</span> <span>_____  Date</span> </div>	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check, any applicable box.)  <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: center;">             (Name of landlord that obtained judgment)               _____              (Address of landlord)           </div>  <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

B 1 (Official Form 1 (1/08))	<b>Page 3</b>
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> <b>556 Holding, LLC</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Richard H. Engman</u> Signature of Attorney for Debtor(s)</p> <p>Richard H. Engman Scott J. Friedman Ross S. Barr Lauren M. Buonome Jones Day 222 East 41st Street New York, New York 10017 Tel: (212) 326-3939 Fax: (212) 755-7306</p> <p>Date: <b>August 6, 2010</b></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. § 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Dorothea Keeser</u> Signature: KDMJ Realty, Inc., its managing member by:</p> <p>X <u>/s/ Dorothea Keeser</u> Signature of Authorized Individual <b>Dorothea Keeser</b> Authorized Individual <b>President</b> Title <b>August 6, 2010</b> Date</p>	

**ATTACHMENTS TO VOLUNTARY PETITION**

A. All Other Names Used by the Debtor in the last 6 years (Including Trade Names)

1. N/A

B. Location of Principal Assets of Business Debtor (if different from street address):

1. N/A

C. Pending Bankruptcy Case Filed by Affiliates of the Debtor:

On August 6, 2010, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors intend to file a motion requesting that the court consolidate their chapter 11 cases for administrative purposes only.

1. 556 Holding LLC
2. KDMJ Realty, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
In re :  
:  
556 Holding LLC,<sup>1</sup> : Chapter 11  
:  
:  
Debtor. : Case No. 10-\_\_\_\_ (\_\_\_\_)  
:  
:  
-----X

**LIST OF CREDITORS  
HOLDING LARGEST UNSECURED CLAIMS<sup>2</sup>**

<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</b>	<b>Amount of claim</b>
1. NYC Department of Finance 1 Centre Street New York, NY 10007	NYC Department of Finance 1 Centre Street New York, NY 10007 (212) 669-4855	\$172,962.42
2. Lutz and Carr CPAs 300 East 42nd Street, 8th floor New York, NY 10017	Martin Berkowitz, CPA Lutz and Carr CPAs 300 East 42nd Street, 8th floor New York, New York 10017 (212) 697-2299, ext. 605	\$500.00

<sup>1</sup> The Debtor, 556 Holding LLC (Employer's Tax Identification No.: 20-4583732), is a New York limited liability company. The address of the Debtor is 556 West 22nd Street, New York, NY 10011.

<sup>2</sup> The claims listed on this List of Creditors Holding Largest Unsecured Claims (the "Top Creditor List") exclude claims of "insiders," as defined in section 101(31) of title 11 of the United State Code (the "Bankruptcy Code"). Although Rule 1007(d) of the Federal Rules of Bankruptcy Procedure requires all debtors in a case under chapter 11 of the Bankruptcy Code to file with their petitions a list of their 20 largest unsecured creditors, the Debtor has included on the Top Creditor List less than 20 unsecured creditors because it has less than 20 unsecured creditors.

The information on this Top Creditor List shall not constitute an admission of liability by, nor is it binding on, the Debtor. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected herein.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Amount of claim
3. New Gallery On Old Bailey, Ltd G/F & Basement 17 Old Bailey Street Soho, Central, Hong Kong	<p>James Wang            c/o Steven Soulios, Esq.            Ruta &amp; Soulios LLP            1500 Broadway, 21<sup>st</sup> Fl.            New York, NY 10036</p> <p>James Wang            New Gallery On Old Bailey, Ltd            G/F &amp; Basement            17 Old Bailey Street            Soho, Central, Hong Kong            852-2234-9889</p>	Unliquidated

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	
	:	Chapter 11
556 Holding LLC, <sup>1</sup>	:	
	:	Case No. 10-____ (____)
Debtor.	:	
-----	X	

**DECLARATION REGARDING LIST OF  
CREDITORS HOLDING THE 20 LARGEST UNSECURED CLAIMS**

I, Dorothea Keeser, President of KDMJ Realty, Inc., Managing Member of 556 Holding LLC, declare under penalty of perjury that I have reviewed the foregoing "List of Creditors Holding the 20 Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief.

Date: August 6, 2010

By: KDMJ Realty, Inc., its Managing Member

By: /s/ Dorothea Keeser  
Dorothea Keeser, President of KDMJ Realty, Inc.

<sup>1</sup> The Debtor, 556 Holding LLC (Employer's Tax Identification No.: 20-4583732), is a New York limited liability company. The address of the Debtor is 556 West 22nd Street, New York, NY 10011.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	
	:	Chapter 11
556 Holding LLC, <sup>1</sup>	:	
	:	Case No. 10-____ (____)
Debtor.	:	
-----	X	

**LIST OF EQUITY SECURITY HOLDERS AND  
STATEMENT OF CORPORATE OWNERSHIP**

KDMJ Realty, Inc. owns 99.5% of the equity security interests of 556 Holding LLC and Dorothea Keeser owns 0.5% of the equity security interests of 556 Holding LLC.

---

<sup>1</sup> The Debtor, 556 Holding LLC (Employer's Tax Identification No.: 20-4583732), is a New York limited liability company. The address of the Debtor is 556 West 22nd Street, New York, NY 10011.



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re	:	
	:	Chapter 11
556 Holding LLC, <sup>1</sup>	:	
	:	Case No. 10-____ (____)
Debtor.	:	
-----	X	

**DECLARATION REGARDING LIST OF EQUITY SECURITY  
HOLDERS AND STATEMENT OF CORPORATE OWNERSHIP**

I, Dorothea Keeser, President of KDMJ Realty, Inc., Managing Member of 556 Holding LLC, declare under penalty of perjury that I have reviewed the foregoing "List of Equity Security Holders and Statement of Corporate Ownership" and that it is true and correct to the best of my knowledge, information and belief.

Date: August 6, 2010

By: KDMJ Realty, Inc., its Managing Member

By: /s/ Dorothea Keeser  
Dorothea Keeser, President of KDMJ Realty, Inc.

<sup>1</sup> The Debtor, 556 Holding LLC (Employer's Tax Identification No.: 20-4583732), is a New York limited liability company. The address of the Debtor is 556 West 22nd Street, New York, NY 10011.

**556 Holding LLC**  
**(a New York limited liability company)**

**CERTIFICATE OF RESOLUTIONS**

I, Dorothea Keeser, President of KDMJ Realty, Inc., the Managing Member of 556 Holding LLC, a New York limited liability company (the "Company"), do hereby certify that (a) the following resolutions were adopted by the Members of the Company as of August 6, 2010 in accordance with requirements of applicable law, and (b) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

**RESOLVED**, that the Company shall be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York or such other court as the appropriate officer or officers of the Company shall determine to be appropriate (the "Bankruptcy Court") and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

**FURTHER RESOLVED**, that any party authorized to act on behalf of the Company (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to: (a) execute and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith or to administer the Company's chapter 11 case in such form or forms as any such Designated Officer may approve;

**FURTHER RESOLVED**, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Company: (a) Jones Day; and (b) such additional professionals, including attorneys, accountants, investment bankers, actuaries, consultants or brokers, in each case as in such Designated Officer's or Designated Officers' judgment may be necessary in connection with the Company's chapter 11 case and other related matters, on such terms as such Designated Officer or Designated Officers shall approve;

**FURTHER RESOLVED**, that the law firm Jones Day and any additional special counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered and directed to

represent the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

**FURTHER RESOLVED**, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the Designated Officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such Designated Officer's or Designated Officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken or to be taken by any Designated Officers or Designated Officers of the Company in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

**FURTHER RESOLVED**, that each secretary and any assistant secretary of the Company is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions.

DATED this 6th day of August 2010.

By: KDMJ Realty, Inc., its Managing Member

By: /s/ Dorothea Keeser  
Name: Dorothea Keeser  
Title: President